

L 2417

# State of Idaho

## Department of State

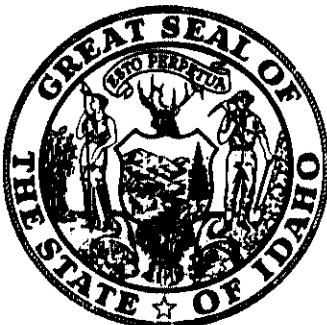
### CERTIFICATE OF REGISTRATION OF

NUTRI/SYSTEM L.P.  
dba NUTRI/SYSTEM LIMITED PARTNERSHIP

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of NUTRI/SYSTEM L.P. for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to NUTRI/SYSTEM L.P. to transact business in this State under the name NUTRI/SYSTEM LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated: March 23, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Larry J. Clark*

# APPLICATION FOR REGISTRATION OF FOREIGN LIMITED PARTNERSHIP

SEC. OF STATE

To the Secretary of State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in your State, and for that purpose submits the following statement:

1. The name of the limited partnership is Nutri/System L.P.
2. The name which it shall use in Idaho is Nutri/System Limited Partnership
3. It is organized under the laws of Delaware  
(Must include, without abbreviation, the words "Limited Partnership.")
4. The date of its formation is 12-17-93
5. The address of its registered or principal office in the state or country under the laws of which it is organized is The Corporation Trust Company, 1209 Orange St. Wilmington, DE 19801
6. The name and street address of its proposed registered agent in Idaho are C T CORPORATION SYSTEM, 300 NORTH 6TH STREET, BOISE, IDAHO 83701
7. The address at which a list of the names, addresses and contributions of the limited partners is kept is: Three First National Plaza, Ste 5600, Chicago, IL 60602

The limited partnership agrees to keep the list until its registration is cancelled or withdrawn.

8. The name and business address of each general partner are:

Name	Address
NSI Acquisition, Inc.	Three First National Plaza, Ste 5600, Chicago, IL 60602
NSI Management, Inc.	Three First National Plaza, Ste 5600, Chicago, IL 60602

# (Continued on reverse)

Submit application and certificate to:

Office of the Secretary of State  
Corporations Division  
Statehouse, Room 203  
Boise, Idaho 83720

Secretary of State use only

IDAHO SECRETARY OF STATE

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CK #: 21539 CUST# 15818  
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# : C

8. (Continued)

21 8

Name	Address
_____	_____
_____	_____
_____	_____
_____	_____

9. This application is accompanied by an original certificate certifying to the lawful existence of the limited partnership, executed by the proper officer of the jurisdiction under the laws of which it is organized.

Dated: January, 31, 19 94.

Nutri/System L. P.  
By Brian Haveson  
A General Partner  
Brian Haveson, Vice President  
NSI Acquisition, Inc.

STATE OF PA )  
COUNTY OF Montgomery ) ss:

I, Denise Bergner, a notary public, do hereby certify that on  
this 31<sup>st</sup> day of January, 19 94, personally appeared before  
me Brian Haveson, who being by me first duly sworn, declared that (s)he  
is a vice president of Nutri/System L. P.  
general partner of

that (s)he signed the foregoing document as a general partner of the limited partnership and that the statements therein contained are true.

Denise Bergner  
Notary Public

Notarial Seal  
Denise Bergner, Notary Public  
Horsham Twp., Montgomery County  
My Commission Expires Nov. 10, 1997  
Member, Pennsylvania Association of Notaries

*Office of the Secretary of State*RECEIVED  
SEC. OF STATE

24 MAR 14 AM 8 46  
I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY "NUTRI/SYSTEM L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF MARCH, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

*William T. Quillen*

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William T. Quillen, Secretary of State

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AUTHENTICATION:

7045245

DATE:

03-03-94